

DRAFT FOR DISCUSSION PURPOSES ONLY

SCHEDULE [.]

DEFINITIONS

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In this Agreement the following expressions shall have the following meaning:

Affiliated Entity	With regard to a legal entity or partnership: - a group company of the legal entity or partnership; - a person entitled (1) to exercise directly or indirectly more than 50% of the voting rights in the general meeting of shareholders, or (2) to appoint or dismiss more than half of the managing directors or supervisory board members of that legal entity or partnership; - a member of a corporate body of the legal entity or partnership or of a group company of that legal entity or partnership With regard to a natural person: - the spouse or registered partner of that person; - relations by blood or affinity twice removed of that person; - a legal entity or partnership in which that person is entitled (1) to exercise directly or indirectly more than 50% of the voting rights in the general meeting of shareholders, or (2) to appoint or dismiss more than half of the managing directors or supervisory board members of that legal entity or partnership; - a legal entity in which that person is a member of a corporate body;
Agreement	This agreement, including its preamble, the Annexes and the Schedules;
Annexes	The annexes to this Agreement;
Balance Sheet	The balance sheet and the explanatory notes thereto which is part of the Financial Statements;
Balance Sheet Date	[] 200[], which is the date of the Balance Sheet;
[Bank Guarantee	A guarantee issued by a reputable Dutch credit institution as an additional security of all obligations of Purchaser pursuant to this Agreement, in accordance with the draft attached as Annex [.] to this Agreement;]
Civil-law Notary	[name], civil law notary, or any of his/her deputies, or any other civil

	law notary of Van Doorne;
Company	[] B.V., having its registered office in [] and its principal place of business at [];
Completion Date	[] 200[] or such other date as the Parties will agree in writing, on which the Shares are transferred;
Consideration	The purchase price for the Shares referred to in Article 3 of the Agreement;
Dangerous Substance	Any substance or material that is 'dangerous' ("gevaarlijk") pursuant to the interpretation thereof in any Environmental Regulation;
Directors' report	The directors' report of the Company for the financial year ending on the Balance Sheet Date;
[Escrow Agent	[]
[Escrow Agreement]	The escrow agreement to be entered into by the Vendor, the Purchaser and the Escrow Agent, in accordance with the draft attached as Annex [.] to this Agreement;]
Encumbrances and Restrictions	Securities en other restricted rights, retention of title, retention rights, perpetual clauses, qualitative obligations, personal rights of enjoyment and rights of use, including licenses, royalty obligations, rights of beneficial ownership, rights to exercise (accessory) rights, recovery and collecting rights, rights to obtain any of the aforementioned rights, attachments as well as other private-or public law restrictions of the freedom of administration and management, enjoyment, usage, exercise or collection, except for restrictions directly ensuing from Dutch law or foreign law;
Environmental Regulation	Any law, statute, regulation, decree or other statutory regulation, however named, issued by any supranational, national, provincial, regional or municipal body or by a corporate entity entrusted with a public mission, that relates to the protection of the environment, including but not limited to air, water and soil, and/or nature, as for example (but not limited to) the Environmental Protection Act ("Wet milieubeheer"), the Soil Protection Act ("Wet bodembescherming"), the Act on the Contamination of SurfaceWaters ("Wet verontreiniging oppervlaktewateren"), the EU Directives on the conservation of wild birds and on the conservation of natural habitats and of wild fauna and

flora ("*Habitat- en Vogelrichtlijnen*"), the Nature Conservation Act ("*Natuurbeschermingswet*") and the provincial and municipal environmental regulations; Any substance or material that is 'dangerous' ("*gevaarlijk*") pursuant to the interpretation thereof in any Environmental Regulation;

Financial Statements	The Financial Statements of the Company for the financial year ending on the Balance Sheet Date, including the Balance Sheet and the Profit and Loss Accounts, the explanatory notes thereto, the audit report and an unqualified audit opinion;
Freehold Property	The real property held in full ownership by by the Company;
ICT Systems	Hardware, (embedded) software, including websites, data communication connections, databases, data files, other ICT systems and all necessary services belonging thereto;
Intellectual Property Rights	All intellectual property rights and similar rights, including but not limited to copyrights, trademarks, patent rights, data bank rights, rights to models and designs and to domain names;
Know-how	a body of technical information that is: (1) secret, meaning that the know-how package as a body or in the precise configuration and assembly of its components is not generally known or easily accessible, so that part of its value consists in the lead which the licensee gains when it is communicated to him; it is not limited to the narrow sense that each individual component of the know-how should be totally unknown or unobtainable outside the licensor's business; and (2) substantial, meaning that the know-how includes information which must be useful, i.e. can reasonably be expected at the date of conclusion of the agreement to be capable of improving the competitive position of the licensee, for example by helping him to enter a new market or giving him an advantage in competition with other manufacturers or providers of services who do not have access to the licensed secret know-how or other comparable secret know-how; and (3) identified, meaning that the know-how is described or recorded in such a manner as to make it possible to verify that it satisfies the criteria of secrecy and substantiality and to ensure that the licensee is not unduly restricted in his exploitation of his own technology;
Non-Freehold	The real property with respect to which the Company has a personal

Property	right;
Parties	The Purchaser, the Vendor and the Company;
Past Financial Year	The financial year referred to in the Financial Statements;
Permits and Licenses	All public and private licenses, permits, permissions, leaves, authorizations, approvals, exemptions, dispensations, however named, required for the Company to conduct its business, and to continue conducting its business, in the place and in the manner the business is currently conducted and as the Company intends to conduct it;
Profit and Loss Account	The profit and loss account and the explanatory notes thereto which is part of the Financial Statements;
Purchaser	[]
Real Property	The Freehold Property and the Non-Freehold Property;
Representations and Warranties	The representations and warranties referred to in Article 8 of the Agreement, that are set forth in Annex [] to this Agreement;
Schedule	The schedules to the Annexes;
Shares	The issued and paid up shares in the share capital of the Company, numbered 1 up to and including [], with a face value of [EUR] each;
Soil	Soil as referred to in Section 1 of the Dutch Soil Protection Act (" <i>Wet bodembescherming</i> ")
Taxes/Taxation	all forms of taxation, duties, levies, imposts and social security charges, including, without limitation, corporate income tax, wage withholding tax, national social security contributions and employee social security contributions, value added tax, customs and excise duties, capital tax and other legal transaction taxes, dividend withholding tax, (municipal) real estate taxes, other municipal taxes and duties, environmental taxes and duties and any other type of taxes or duties in any relevant jurisdiction; together with any interest, penalties, surcharges or fines relating thereto, due, payable, levied, imposed upon or claimed to be owed in any relevant jurisdiction.
Transfer Deed	The notarial deed of transfer of Shares, materially in accordance with

the draft attached as Schedule [] to this Agreement;

Vendor [];